

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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SHAREHOLDER REPRESENTATIVE	:	
SERVICES LLC,	:	
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	:	
Plaintiff,	:	23-CV-5831 (VEC)
-against-	:	
	:	<u>ORDER</u>
	:	
ORCHARD TECHNOLOGIES, INC.,	:	
	:	
	:	
Defendant.	:	
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VALERIE CAPRONI, United States District Judge:

WHEREAS on July 7, 2023, Shareholder Representative Services LLC (“Plaintiff”) filed a Complaint against Orchard Technologies, Inc. (“Defendant”); Compl., Dkt. 1;

WHEREAS Plaintiff alleges that the Court’s subject-matter jurisdiction in this matter is premised on diversity, *id.* ¶¶ 1–3;

WHEREAS the citizenship of a corporation for diversity purposes is determined by the corporation’s place of incorporation and principal place of business, *see In re Balfour MacLaine Int’l Ltd.*, 85 F.3d 68, 76 (2d Cir. 1996);

WHEREAS a limited liability company has the citizenship of its members, *see Jean-Louis v. Carrington Mortg. Servs., LLC*, 849 F. App’x 296, 298 (2d Cir. 2021);

WHEREAS a complaint premised upon diversity of citizenship must allege the citizenship of natural persons who are members of an LLC and the place of incorporation and principal place of business of any corporate entities that are members of the LLC (including the citizenship of any members of the LLC that are themselves LLCs), *see Handelsman v. Bedford*

*Vill. Assocs. L.P.*, 213 F.3d 48, 51–52 (2d Cir. 2000); *see also, e.g., In re Bank of Am. Corp. Sec., Derivatives, and ERISA Litig.*, 757 F. Supp. 2d 260, 334 n.17 (S.D.N.Y. 2010);

WHEREAS the Complaint alleges that Defendant “is a Delaware corporation headquartered in New York City,” *id.* ¶ 2;


WHEREAS the Complaint alleges that Plaintiff “is a Colorado limited liability company,” *see* Compl. ¶¶ 1; and

WHEREAS the Complaint does not allege the citizenships of Plaintiff’s members.

IT IS HEREBY ORDERED that by no later than **July 14, 2023**, Plaintiff must file an amended complaint that cures the deficiencies described herein or the Complaint will be dismissed without prejudice for lack of subject matter jurisdiction.

**SO ORDERED.**

**Date: July 11, 2023**  
**New York, New York**

  
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**VALERIE CAPRONI**  
**United States District Judge**